

RECORDATION NO. 25524A FILED

MAR 31 '05

3-52 PM

~~SURFACE TRANSPORTATION BOARD~~

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OF COUNSEL
URBAN A. LESTER

March 31, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease (Group 2005-1), dated as of March 31, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Assignment and Assumption Agreement being filed with the Board under Recordation Number _____.

The names and addresses of the parties to the enclosed document are:

Lessor: Siemens Financial Services Limited
170 Wood Avenue South
Iselin, New Jersey 08830

Lessee: The Andersons, Inc.
480 West Dussel Drive
Maumee, Ohio 43537

Mr. Vernon A. Williams
March 31, 2005
Page 2

A description of the railroad equipment covered by the enclosed document is:

444 cars within the series HS 24089 - HS 25819 as more particularly set forth in the equipment schedule attached to the document.

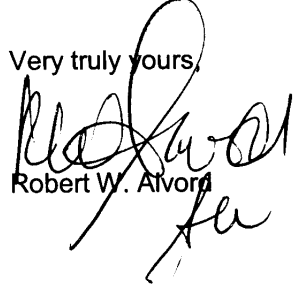
A short summary of the document to appear in the index is:

Memorandum of Lease (Group 2005-1).

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,


Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 25524A FILED

MAR 31 '05

3-52 PM

MEMORANDUM OF LEASE
(Group 2005-1)

SURFACE TRANSPORTATION BOARD

WITNESSETH

This Memorandum of Lease is entered into as of the 31st day of March, 2005 (the "Lease Date"), by and between Siemens Financial Services, Inc., a Delaware corporation, having its principal place of business at 170 Wood Avenue South, Iselin, New Jersey 08830 ("Lessor"), and The Andersons, Inc., an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, OH 43537 ("Lessee").

1. Lessor and Lessee are parties to that certain Railcar Lease Agreement (Group 2005-1) dated the Lease Date (the "Railcar Lease") and Equipment Schedule No. 1 dated the Lease Date (the "Schedule"), whereby Lessor leases to Lessee Four hundred forty-four (444) railcars bearing railroad reporting marks as noted on attached Exhibit A (collectively, the "Railcars") for the term of eighty-five (85) months starting on the Lease Date.
2. The parties have signed this Memorandum of Lease to memorialize of record at the Surface Transportation Board the Railcar Lease and Schedule.
3. This Memorandum of Lease may be executed in one or two counterparts, each executed counterpart constituting an original, but altogether only one and the same Memorandum of Lease.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the Lease Date.

SIEMENS FINANCIAL SERVICES, INC.

Name: Peter Donaldson

[illegible]

In Testimony Whereof, I have hereunto set my hand and official seal this 31st day of March, 2005.

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LESSEE:

THE ANDERSONS, INC.

By: Nicholas C. Conrad

Name: Nicholas C. Conrad

Title: Assistant Treasurer

STATE OF OHIO)

COUNTY OF LUCAS) SS:

Before me, a Notary Public, in and for said county and state, personally appeared Nicholas C. Conrad, Assistant Treasurer of The Andersons, Inc., an Ohio corporation, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument on behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

30th In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio this day of March, 2005.

Judy A. Baldwin
Notary Public
My Commission Expires: 2/01/2010

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JUDY A. BALDWIN
Notary Public, State of Ohio
Commission Expires 2/01/2010

EXHIBIT A

Railcars

Exhibit A -Memorandum of Lease (Group 2005-1)

| <u>Unit Count</u> | <u>Lessee</u> | <u>AAR Reporting Mark</u> | <u>AAR Car Code</u> |
|-------------------|----------------------|---------------------------|---------------------|
| 1 | BNSF Railway Company | HS24104 | C113 |
| 2 | BNSF Railway Company | HS24108 | C113 |
| 3 | BNSF Railway Company | HS24110 | C113 |
| 4 | BNSF Railway Company | HS24113 | C113 |
| 5 | BNSF Railway Company | HS24118 | C113 |
| 6 | BNSF Railway Company | HS24119 | C113 |
| 7 | BNSF Railway Company | HS24124 | C113 |
| 8 | BNSF Railway Company | HS24126 | C113 |
| 9 | BNSF Railway Company | HS24129 | C113 |
| 10 | BNSF Railway Company | HS24130 | C113 |
| 11 | BNSF Railway Company | HS24146 | C113 |
| 12 | BNSF Railway Company | HS24147 | C113 |
| 13 | BNSF Railway Company | HS24148 | C113 |
| 14 | BNSF Railway Company | HS24149 | C113 |
| 15 | BNSF Railway Company | HS24150 | C113 |
| 16 | BNSF Railway Company | HS24152 | C113 |
| 17 | BNSF Railway Company | HS24209 | C113 |
| 18 | BNSF Railway Company | HS24210 | C113 |
| 19 | BNSF Railway Company | HS24218 | C113 |
| 20 | BNSF Railway Company | HS24220 | C113 |
| 21 | BNSF Railway Company | HS24221 | C113 |
| 22 | BNSF Railway Company | HS24223 | C113 |
| 23 | BNSF Railway Company | HS24227 | C113 |
| 24 | BNSF Railway Company | HS24228 | C113 |
| 25 | BNSF Railway Company | HS24229 | C113 |
| 26 | BNSF Railway Company | HS24233 | C113 |
| 27 | BNSF Railway Company | HS24234 | C113 |
| 28 | BNSF Railway Company | HS24236 | C113 |
| 29 | BNSF Railway Company | HS24237 | C113 |
| 30 | BNSF Railway Company | HS24239 | C113 |
| 31 | BNSF Railway Company | HS24240 | C113 |
| 32 | BNSF Railway Company | HS24246 | C113 |
| 33 | BNSF Railway Company | HS24254 | C113 |
| 34 | BNSF Railway Company | HS24256 | C113 |
| 35 | BNSF Railway Company | HS24257 | C113 |
| 36 | BNSF Railway Company | HS24258 | C113 |
| 37 | BNSF Railway Company | HS24259 | C113 |
| 38 | BNSF Railway Company | HS24262 | C113 |
| 39 | BNSF Railway Company | HS24263 | C113 |
| 40 | BNSF Railway Company | HS24268 | C113 |
| 41 | BNSF Railway Company | HS24269 | C113 |
| 42 | BNSF Railway Company | HS24272 | C113 |
| 43 | BNSF Railway Company | HS24275 | C113 |
| 44 | BNSF Railway Company | HS24276 | C113 |
| 45 | BNSF Railway Company | HS24277 | C113 |
| 46 | BNSF Railway Company | HS24291 | C113 |
| 47 | BNSF Railway Company | HS24292 | C113 |
| 48 | BNSF Railway Company | HS24298 | C113 |
| 49 | BNSF Railway Company | HS24300 | C113 |
| 50 | BNSF Railway Company | HS24302 | C113 |

Exhibit A -Memorandum of Lease (Group 2005-1)

| <u>Unit Count</u> | <u>Lessee</u> | <u>AAR Reporting Mark</u> | <u>AAR Car Code</u> |
|-------------------|----------------------|---------------------------|---------------------|
| 51 | BNSF Railway Company | HS24304 | C113 |
| 52 | BNSF Railway Company | HS24305 | C113 |
| 53 | BNSF Railway Company | HS24307 | C113 |
| 54 | BNSF Railway Company | HS24309 | C113 |
| 55 | BNSF Railway Company | HS24311 | C113 |
| 56 | BNSF Railway Company | HS24313 | C113 |
| 57 | BNSF Railway Company | HS24320 | C113 |
| 58 | BNSF Railway Company | HS24326 | C113 |
| 59 | BNSF Railway Company | HS24328 | C113 |
| 60 | BNSF Railway Company | HS24334 | C113 |
| 61 | BNSF Railway Company | HS24348 | C113 |
| 62 | BNSF Railway Company | HS25000 | C113 |
| 63 | BNSF Railway Company | HS25001 | C113 |
| 64 | BNSF Railway Company | HS25002 | C113 |
| 65 | BNSF Railway Company | HS25015 | C113 |
| 66 | BNSF Railway Company | HS25030 | C113 |
| 67 | BNSF Railway Company | HS25033 | C113 |
| 68 | BNSF Railway Company | HS25036 | C113 |
| 69 | BNSF Railway Company | HS25037 | C113 |
| 70 | BNSF Railway Company | HS25038 | C113 |
| 71 | BNSF Railway Company | HS25047 | C113 |
| 72 | BNSF Railway Company | HS25048 | C113 |
| 73 | BNSF Railway Company | HS25050 | C113 |
| 74 | BNSF Railway Company | HS25051 | C113 |
| 75 | BNSF Railway Company | HS25052 | C113 |
| 76 | BNSF Railway Company | HS25053 | C113 |
| 77 | BNSF Railway Company | HS25054 | C113 |
| 78 | BNSF Railway Company | HS25055 | C113 |
| 79 | BNSF Railway Company | HS25056 | C113 |
| 80 | BNSF Railway Company | HS25057 | C113 |
| 81 | BNSF Railway Company | HS25058 | C113 |
| 82 | BNSF Railway Company | HS25063 | C113 |
| 83 | BNSF Railway Company | HS25064 | C113 |
| 84 | BNSF Railway Company | HS25085 | C113 |
| 85 | BNSF Railway Company | HS25086 | C113 |
| 86 | BNSF Railway Company | HS25087 | C113 |
| 87 | BNSF Railway Company | HS25088 | C113 |
| 88 | BNSF Railway Company | HS25089 | C113 |
| 89 | BNSF Railway Company | HS25090 | C113 |
| 90 | BNSF Railway Company | HS25091 | C113 |
| 91 | BNSF Railway Company | HS25093 | C113 |
| 92 | BNSF Railway Company | HS25095 | C113 |
| 93 | BNSF Railway Company | HS25096 | C113 |
| 94 | BNSF Railway Company | HS25135 | C113 |
| 95 | BNSF Railway Company | HS25145 | C113 |
| 96 | BNSF Railway Company | HS25146 | C113 |
| 97 | BNSF Railway Company | HS25148 | C113 |
| 98 | BNSF Railway Company | HS25149 | C113 |
| 99 | BNSF Railway Company | HS25150 | C113 |
| 100 | BNSF Railway Company | HS25152 | C113 |

Exhibit A -Memorandum of Lease (Group 2005-1)

| <u>Unit Count</u> | <u>Lessee</u> | <u>AAR Reporting Mark</u> | <u>AAR Car Code</u> |
|-------------------|----------------------|---------------------------|---------------------|
| 101 | BNSF Railway Company | HS25153 | C113 |
| 102 | BNSF Railway Company | HS25155 | C113 |
| 103 | BNSF Railway Company | HS25159 | C113 |
| 104 | BNSF Railway Company | HS25160 | C113 |
| 105 | BNSF Railway Company | HS25165 | C113 |
| 106 | BNSF Railway Company | HS25168 | C113 |
| 107 | BNSF Railway Company | HS25175 | C113 |
| 108 | BNSF Railway Company | HS25176 | C113 |
| 109 | BNSF Railway Company | HS25177 | C113 |
| 110 | BNSF Railway Company | HS25178 | C113 |
| 111 | BNSF Railway Company | HS25179 | C113 |
| 112 | BNSF Railway Company | HS25180 | C113 |
| 113 | BNSF Railway Company | HS25181 | C113 |
| 114 | BNSF Railway Company | HS25182 | C113 |
| 115 | BNSF Railway Company | HS25184 | C113 |
| 116 | BNSF Railway Company | HS25186 | C113 |
| 117 | BNSF Railway Company | HS25187 | C113 |
| 118 | BNSF Railway Company | HS25188 | C113 |
| 119 | BNSF Railway Company | HS25190 | C113 |
| 120 | BNSF Railway Company | HS25203 | C113 |
| 121 | BNSF Railway Company | HS25204 | C113 |
| 122 | BNSF Railway Company | HS25205 | C113 |
| 123 | BNSF Railway Company | HS25206 | C113 |
| 124 | BNSF Railway Company | HS25207 | C113 |
| 125 | BNSF Railway Company | HS25208 | C113 |
| 126 | BNSF Railway Company | HS25209 | C113 |
| 127 | BNSF Railway Company | HS25210 | C113 |
| 128 | BNSF Railway Company | HS25211 | C113 |
| 129 | BNSF Railway Company | HS25212 | C113 |
| 130 | BNSF Railway Company | HS25219 | C113 |
| 131 | BNSF Railway Company | HS25221 | C113 |
| 132 | BNSF Railway Company | HS25227 | C113 |
| 133 | BNSF Railway Company | HS25228 | C113 |
| 134 | BNSF Railway Company | HS25229 | C113 |
| 135 | BNSF Railway Company | HS25230 | C113 |
| 136 | BNSF Railway Company | HS25231 | C113 |
| 137 | BNSF Railway Company | HS25232 | C113 |
| 138 | BNSF Railway Company | HS25235 | C113 |
| 139 | BNSF Railway Company | HS25238 | C113 |
| 140 | BNSF Railway Company | HS25243 | C113 |
| 141 | BNSF Railway Company | HS25244 | C113 |
| 142 | BNSF Railway Company | HS25247 | C113 |
| 143 | BNSF Railway Company | HS25248 | C113 |
| 144 | BNSF Railway Company | HS25250 | C113 |
| 145 | BNSF Railway Company | HS25251 | C113 |
| 146 | BNSF Railway Company | HS25252 | C113 |
| 147 | BNSF Railway Company | HS25253 | C113 |
| 148 | BNSF Railway Company | HS25257 | C113 |
| 149 | BNSF Railway Company | HS25259 | C113 |
| 150 | BNSF Railway Company | HS25261 | C113 |

Exhibit A -Memorandum of Lease (Group 2005-1)

| <u>Unit Count</u> | <u>Lessee</u> | <u>AAR Reporting Mark</u> | <u>AAR Car Code</u> |
|-------------------|----------------------|---------------------------|---------------------|
| 151 | BNSF Railway Company | HS25262 | C113 |
| 152 | BNSF Railway Company | HS25263 | C113 |
| 153 | BNSF Railway Company | HS25264 | C113 |
| 154 | BNSF Railway Company | HS25270 | C113 |
| 155 | BNSF Railway Company | HS25272 | C113 |
| 156 | BNSF Railway Company | HS25273 | C113 |
| 157 | BNSF Railway Company | HS25279 | C113 |
| 158 | BNSF Railway Company | HS25280 | C113 |
| 159 | BNSF Railway Company | HS25283 | C113 |
| 160 | BNSF Railway Company | HS25284 | C113 |
| 161 | BNSF Railway Company | HS25286 | C113 |
| 162 | BNSF Railway Company | HS25289 | C113 |
| 163 | BNSF Railway Company | HS25290 | C113 |
| 164 | BNSF Railway Company | HS25291 | C113 |
| 165 | BNSF Railway Company | HS25292 | C113 |
| 166 | BNSF Railway Company | HS25293 | C113 |
| 167 | BNSF Railway Company | HS25294 | C113 |
| 168 | BNSF Railway Company | HS25295 | C113 |
| 169 | BNSF Railway Company | HS25296 | C113 |
| 170 | BNSF Railway Company | HS25297 | C113 |
| 171 | BNSF Railway Company | HS25298 | C113 |
| 172 | BNSF Railway Company | HS25300 | C113 |
| 173 | BNSF Railway Company | HS25302 | C113 |
| 174 | BNSF Railway Company | HS25305 | C113 |
| 175 | BNSF Railway Company | HS25308 | C113 |
| 176 | BNSF Railway Company | HS25309 | C113 |
| 177 | BNSF Railway Company | HS25313 | C113 |
| 178 | BNSF Railway Company | HS25314 | C113 |
| 179 | BNSF Railway Company | HS25315 | C113 |
| 180 | BNSF Railway Company | HS25316 | C113 |
| 181 | BNSF Railway Company | HS25317 | C113 |
| 182 | BNSF Railway Company | HS25318 | C113 |
| 183 | BNSF Railway Company | HS25319 | C113 |
| 184 | BNSF Railway Company | HS25320 | C113 |
| 185 | BNSF Railway Company | HS25322 | C113 |
| 186 | BNSF Railway Company | HS25323 | C113 |
| 187 | BNSF Railway Company | HS25325 | C113 |
| 188 | BNSF Railway Company | HS25326 | C113 |
| 189 | BNSF Railway Company | HS25327 | C113 |
| 190 | BNSF Railway Company | HS25330 | C113 |
| 191 | BNSF Railway Company | HS25331 | C113 |
| 192 | BNSF Railway Company | HS25332 | C113 |
| 193 | BNSF Railway Company | HS25333 | C113 |
| 194 | BNSF Railway Company | HS25335 | C113 |
| 195 | BNSF Railway Company | HS25337 | C113 |
| 196 | BNSF Railway Company | HS25338 | C113 |
| 197 | BNSF Railway Company | HS25340 | C113 |
| 198 | BNSF Railway Company | HS25341 | C113 |
| 199 | BNSF Railway Company | HS25342 | C113 |
| 200 | BNSF Railway Company | HS25343 | C113 |

Exhibit A -Memorandum of Lease (Group 2005-1)

| <u>Unit Count</u> | <u>Lessee</u> | <u>AAR Reporting Mark</u> | <u>AAR Car Code</u> |
|-------------------|----------------------|---------------------------|---------------------|
| 201 | BNSF Railway Company | HS25346 | C113 |
| 202 | BNSF Railway Company | HS25348 | C113 |
| 203 | BNSF Railway Company | HS25349 | C113 |
| 204 | BNSF Railway Company | HS25354 | C113 |
| 205 | BNSF Railway Company | HS25360 | C113 |
| 206 | BNSF Railway Company | HS25361 | C113 |
| 207 | BNSF Railway Company | HS25367 | C113 |
| 208 | BNSF Railway Company | HS25372 | C113 |
| 209 | BNSF Railway Company | HS25375 | C113 |
| 210 | BNSF Railway Company | HS25381 | C113 |
| 211 | BNSF Railway Company | HS25382 | C113 |
| 212 | BNSF Railway Company | HS25384 | C113 |
| 213 | BNSF Railway Company | HS25388 | C113 |
| 214 | BNSF Railway Company | HS25391 | C113 |
| 215 | BNSF Railway Company | HS25394 | C113 |
| 216 | BNSF Railway Company | HS25403 | C113 |
| 217 | BNSF Railway Company | HS25404 | C113 |
| 218 | BNSF Railway Company | HS25407 | C113 |
| 219 | BNSF Railway Company | HS25413 | C113 |
| 220 | BNSF Railway Company | HS25414 | C113 |
| 221 | BNSF Railway Company | HS25419 | C113 |
| 222 | BNSF Railway Company | HS25421 | C113 |
| 223 | BNSF Railway Company | HS25424 | C113 |
| 224 | BNSF Railway Company | HS25426 | C113 |
| 225 | BNSF Railway Company | HS25427 | C113 |
| 226 | BNSF Railway Company | HS25428 | C113 |
| 227 | BNSF Railway Company | HS25435 | C113 |
| 228 | BNSF Railway Company | HS25436 | C113 |
| 229 | BNSF Railway Company | HS25437 | C113 |
| 230 | BNSF Railway Company | HS25439 | C113 |
| 231 | BNSF Railway Company | HS25440 | C113 |
| 232 | BNSF Railway Company | HS25442 | C113 |
| 233 | BNSF Railway Company | HS25443 | C113 |
| 234 | BNSF Railway Company | HS25445 | C113 |
| 235 | BNSF Railway Company | HS25446 | C113 |
| 236 | BNSF Railway Company | HS25447 | C113 |
| 237 | BNSF Railway Company | HS25448 | C113 |
| 238 | BNSF Railway Company | HS25449 | C113 |
| 239 | BNSF Railway Company | HS25450 | C113 |
| 240 | BNSF Railway Company | HS25451 | C113 |
| 241 | BNSF Railway Company | HS25452 | C113 |
| 242 | BNSF Railway Company | HS25453 | C113 |
| 243 | BNSF Railway Company | HS25455 | C113 |
| 244 | BNSF Railway Company | HS25456 | C113 |
| 245 | BNSF Railway Company | HS25459 | C113 |
| 246 | BNSF Railway Company | HS25462 | C113 |
| 247 | BNSF Railway Company | HS25463 | C113 |
| 248 | BNSF Railway Company | HS25467 | C113 |
| 249 | BNSF Railway Company | HS25470 | C113 |
| 250 | BNSF Railway Company | HS25481 | C113 |

Exhibit A -Memorandum of Lease (Group 2005-1)

| <u>Unit Count</u> | <u>Lessee</u> | <u>AAR Reporting Mark</u> | <u>AAR Car Code</u> |
|-------------------|----------------------|---------------------------|---------------------|
| 251 | BNSF Railway Company | HS25485 | C113 |
| 252 | BNSF Railway Company | HS25486 | C113 |
| 253 | BNSF Railway Company | HS25487 | C113 |
| 254 | BNSF Railway Company | HS25491 | C113 |
| 255 | BNSF Railway Company | HS25493 | C113 |
| 256 | BNSF Railway Company | HS25494 | C113 |
| 257 | BNSF Railway Company | HS25495 | C113 |
| 258 | BNSF Railway Company | HS25496 | C113 |
| 259 | BNSF Railway Company | HS25497 | C113 |
| 260 | BNSF Railway Company | HS25498 | C113 |
| 261 | BNSF Railway Company | HS25499 | C113 |
| 262 | BNSF Railway Company | HS25501 | C113 |
| 263 | BNSF Railway Company | HS25503 | C113 |
| 264 | BNSF Railway Company | HS25504 | C113 |
| 265 | BNSF Railway Company | HS25505 | C113 |
| 266 | BNSF Railway Company | HS25506 | C113 |
| 267 | BNSF Railway Company | HS25508 | C113 |
| 268 | BNSF Railway Company | HS25509 | C113 |
| 269 | BNSF Railway Company | HS25510 | C113 |
| 270 | BNSF Railway Company | HS25511 | C113 |
| 271 | BNSF Railway Company | HS25512 | C113 |
| 272 | BNSF Railway Company | HS25515 | C113 |
| 273 | BNSF Railway Company | HS25518 | C113 |
| 274 | BNSF Railway Company | HS25519 | C113 |
| 275 | BNSF Railway Company | HS25520 | C113 |
| 276 | BNSF Railway Company | HS25521 | C113 |
| 277 | BNSF Railway Company | HS25525 | C113 |
| 278 | BNSF Railway Company | HS25526 | C113 |
| 279 | BNSF Railway Company | HS25528 | C113 |
| 280 | BNSF Railway Company | HS25529 | C113 |
| 281 | BNSF Railway Company | HS25531 | C113 |
| 282 | BNSF Railway Company | HS25532 | C113 |
| 283 | BNSF Railway Company | HS25533 | C113 |
| 284 | BNSF Railway Company | HS25534 | C113 |
| 285 | BNSF Railway Company | HS25539 | C113 |
| 286 | BNSF Railway Company | HS25540 | C113 |
| 287 | BNSF Railway Company | HS25547 | C113 |
| 288 | BNSF Railway Company | HS25550 | C113 |
| 289 | BNSF Railway Company | HS25556 | C113 |
| 290 | BNSF Railway Company | HS25558 | C113 |
| 291 | BNSF Railway Company | HS25560 | C113 |
| 292 | BNSF Railway Company | HS25563 | C113 |
| 293 | BNSF Railway Company | HS25566 | C113 |
| 294 | BNSF Railway Company | HS25568 | C113 |
| 295 | BNSF Railway Company | HS25569 | C113 |
| 296 | BNSF Railway Company | HS25570 | C113 |
| 297 | BNSF Railway Company | HS25572 | C113 |
| 298 | BNSF Railway Company | HS25573 | C113 |
| 299 | BNSF Railway Company | HS25576 | C113 |
| 300 | BNSF Railway Company | HS25577 | C113 |

Exhibit A -Memorandum of Lease (Group 2005-1)

| <u>Unit Count</u> | <u>Lessee</u> | <u>AAR Reporting Mark</u> | <u>AAR Car Code</u> |
|-------------------|----------------------|---------------------------|---------------------|
| 301 | BNSF Railway Company | HS25578 | C113 |
| 302 | BNSF Railway Company | HS25582 | C113 |
| 303 | BNSF Railway Company | HS25583 | C113 |
| 304 | BNSF Railway Company | HS25584 | C113 |
| 305 | BNSF Railway Company | HS25585 | C113 |
| 306 | BNSF Railway Company | HS25588 | C113 |
| 307 | BNSF Railway Company | HS25592 | C113 |
| 308 | BNSF Railway Company | HS25594 | C113 |
| 309 | BNSF Railway Company | HS25595 | C113 |
| 310 | BNSF Railway Company | HS25596 | C113 |
| 311 | BNSF Railway Company | HS25597 | C113 |
| 312 | BNSF Railway Company | HS25602 | C113 |
| 313 | BNSF Railway Company | HS25603 | C113 |
| 314 | BNSF Railway Company | HS25604 | C113 |
| 315 | BNSF Railway Company | HS25605 | C113 |
| 316 | BNSF Railway Company | HS25606 | C113 |
| 317 | BNSF Railway Company | HS25610 | C113 |
| 318 | BNSF Railway Company | HS25611 | C113 |
| 319 | BNSF Railway Company | HS25612 | C113 |
| 320 | BNSF Railway Company | HS25613 | C113 |
| 321 | BNSF Railway Company | HS25614 | C113 |
| 322 | BNSF Railway Company | HS25619 | C113 |
| 323 | BNSF Railway Company | HS25620 | C113 |
| 324 | BNSF Railway Company | HS25622 | C113 |
| 325 | BNSF Railway Company | HS25625 | C113 |
| 326 | BNSF Railway Company | HS25626 | C113 |
| 327 | BNSF Railway Company | HS25629 | C113 |
| 328 | BNSF Railway Company | HS25631 | C113 |
| 329 | BNSF Railway Company | HS25632 | C113 |
| 330 | BNSF Railway Company | HS25633 | C113 |
| 331 | BNSF Railway Company | HS25634 | C113 |
| 332 | BNSF Railway Company | HS25635 | C113 |
| 333 | BNSF Railway Company | HS25636 | C113 |
| 334 | BNSF Railway Company | HS25637 | C113 |
| 335 | BNSF Railway Company | HS25638 | C113 |
| 336 | BNSF Railway Company | HS25639 | C113 |
| 337 | BNSF Railway Company | HS25652 | C113 |
| 338 | BNSF Railway Company | HS25653 | C113 |
| 339 | BNSF Railway Company | HS25654 | C113 |
| 340 | BNSF Railway Company | HS25655 | C113 |
| 341 | BNSF Railway Company | HS25657 | C113 |
| 342 | BNSF Railway Company | HS25660 | C113 |
| 343 | BNSF Railway Company | HS25662 | C113 |
| 344 | BNSF Railway Company | HS25663 | C113 |
| 345 | BNSF Railway Company | HS25664 | C113 |
| 346 | BNSF Railway Company | HS25665 | C113 |
| 347 | BNSF Railway Company | HS25666 | C113 |
| 348 | BNSF Railway Company | HS25668 | C113 |
| 349 | BNSF Railway Company | HS25669 | C113 |
| 350 | BNSF Railway Company | HS25670 | C113 |

Exhibit A -Memorandum of Lease (Group 2005-1)

| <u>Unit Count</u> | <u>Lessee</u> | <u>AAR Reporting Mark</u> | <u>AAR Car Code</u> |
|-------------------|----------------------|---------------------------|---------------------|
| 351 | BNSF Railway Company | HS25674 | C113 |
| 352 | BNSF Railway Company | HS25678 | C113 |
| 353 | BNSF Railway Company | HS25679 | C113 |
| 354 | BNSF Railway Company | HS25680 | C113 |
| 355 | BNSF Railway Company | HS25681 | C113 |
| 356 | BNSF Railway Company | HS25682 | C113 |
| 357 | BNSF Railway Company | HS25683 | C113 |
| 358 | BNSF Railway Company | HS25687 | C113 |
| 359 | BNSF Railway Company | HS25688 | C113 |
| 360 | BNSF Railway Company | HS25689 | C113 |
| 361 | BNSF Railway Company | HS25690 | C113 |
| 362 | BNSF Railway Company | HS25692 | C113 |
| 363 | BNSF Railway Company | HS25696 | C113 |
| 364 | BNSF Railway Company | HS25697 | C113 |
| 365 | BNSF Railway Company | HS25698 | C113 |
| 366 | BNSF Railway Company | HS25700 | C113 |
| 367 | BNSF Railway Company | HS25701 | C113 |
| 368 | BNSF Railway Company | HS25702 | C113 |
| 369 | BNSF Railway Company | HS25703 | C113 |
| 370 | BNSF Railway Company | HS25704 | C113 |
| 371 | BNSF Railway Company | HS25705 | C113 |
| 372 | BNSF Railway Company | HS25706 | C113 |
| 373 | BNSF Railway Company | HS25707 | C113 |
| 374 | BNSF Railway Company | HS25708 | C113 |
| 375 | BNSF Railway Company | HS25709 | C113 |
| 376 | BNSF Railway Company | HS25710 | C113 |
| 377 | BNSF Railway Company | HS25711 | C113 |
| 378 | BNSF Railway Company | HS25712 | C113 |
| 379 | BNSF Railway Company | HS25713 | C113 |
| 380 | BNSF Railway Company | HS25714 | C113 |
| 381 | BNSF Railway Company | HS25715 | C113 |
| 382 | BNSF Railway Company | HS25716 | C113 |
| 383 | BNSF Railway Company | HS25717 | C113 |
| 384 | BNSF Railway Company | HS25718 | C113 |
| 385 | BNSF Railway Company | HS25719 | C113 |
| 386 | BNSF Railway Company | HS25720 | C113 |
| 387 | BNSF Railway Company | HS25721 | C113 |
| 388 | BNSF Railway Company | HS25722 | C113 |
| 389 | BNSF Railway Company | HS25729 | C113 |
| 390 | BNSF Railway Company | HS25731 | C113 |
| 391 | BNSF Railway Company | HS25733 | C113 |
| 392 | BNSF Railway Company | HS25734 | C113 |
| 393 | BNSF Railway Company | HS25735 | C113 |
| 394 | BNSF Railway Company | HS25736 | C113 |
| 395 | BNSF Railway Company | HS25738 | C113 |
| 396 | BNSF Railway Company | HS25742 | C113 |
| 397 | BNSF Railway Company | HS25743 | C113 |
| 398 | BNSF Railway Company | HS25744 | C113 |
| 399 | BNSF Railway Company | HS25745 | C113 |
| 400 | BNSF Railway Company | HS25746 | C113 |

Exhibit A -Memorandum of Lease (Group 2005-1)

| <u>Unit Count</u> | <u>Lessee</u> | <u>AAR Reporting Mark</u> | <u>AAR Car Code</u> |
|-------------------|----------------------|---------------------------|---------------------|
| 401 | BNSF Railway Company | HS25747 | C113 |
| 402 | BNSF Railway Company | HS25748 | C113 |
| 403 | BNSF Railway Company | HS25749 | C113 |
| 404 | BNSF Railway Company | HS25750 | C113 |
| 405 | BNSF Railway Company | HS25751 | C113 |
| 406 | BNSF Railway Company | HS25752 | C113 |
| 407 | BNSF Railway Company | HS25755 | C113 |
| 408 | BNSF Railway Company | HS25757 | C113 |
| 409 | BNSF Railway Company | HS25758 | C113 |
| 410 | BNSF Railway Company | HS25759 | C113 |
| 411 | BNSF Railway Company | HS25760 | C113 |
| 412 | BNSF Railway Company | HS25762 | C113 |
| 413 | BNSF Railway Company | HS25763 | C113 |
| 414 | BNSF Railway Company | HS25765 | C113 |
| 415 | BNSF Railway Company | HS25766 | C113 |
| 416 | BNSF Railway Company | HS25767 | C113 |
| 417 | BNSF Railway Company | HS25768 | C113 |
| 418 | BNSF Railway Company | HS25769 | C113 |
| 419 | BNSF Railway Company | HS25770 | C113 |
| 420 | BNSF Railway Company | HS25773 | C113 |
| 421 | BNSF Railway Company | HS25776 | C113 |
| 422 | BNSF Railway Company | HS25781 | C113 |
| 423 | BNSF Railway Company | HS25782 | C113 |
| 424 | BNSF Railway Company | HS25783 | C113 |
| 425 | BNSF Railway Company | HS25786 | C113 |
| 426 | BNSF Railway Company | HS25792 | C113 |
| 427 | BNSF Railway Company | HS25793 | C113 |
| 428 | BNSF Railway Company | HS25794 | C113 |
| 429 | BNSF Railway Company | HS25795 | C113 |
| 430 | BNSF Railway Company | HS25796 | C113 |
| 431 | BNSF Railway Company | HS25797 | C113 |
| 432 | BNSF Railway Company | HS25799 | C113 |
| 433 | BNSF Railway Company | HS25800 | C113 |
| 434 | BNSF Railway Company | HS25805 | C113 |
| 435 | BNSF Railway Company | HS25806 | C113 |
| 436 | BNSF Railway Company | HS25807 | C113 |
| 437 | BNSF Railway Company | HS25808 | C113 |
| 438 | BNSF Railway Company | HS25809 | C113 |
| 439 | BNSF Railway Company | HS25810 | C113 |
| 440 | BNSF Railway Company | HS25811 | C113 |
| 441 | BNSF Railway Company | HS25812 | C113 |
| 442 | BNSF Railway Company | HS25814 | C113 |
| 443 | BNSF Railway Company | HS25818 | C113 |
| 444 | BNSF Railway Company | HS25819 | C113 |